

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

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FEE OPERATION BR.
I.C.C.
MAY 4
2-1244045
MAY 4, 1982

RECORDATION NO. 12967 F
MAY 4 1982 PM
INTERSTATE COMMERCE COMMISSION

No.

MAY 4 1982

Date

Fee \$ 10.00

2-1244045

May 4, 1982

ICC Wash., D. C.

Amendment Agreement Dated as of April 15, 1982
Amending Reconstruction and Conditional Sale Agreement,
Transfer Agreement, Lease of Railroad Equipment
and Hulk Purchase Agreement

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Louisville and Nashville Railroad Company for filing and recordation counterparts of the following document:

Amendment Agreement dated as of April 15, 1982, among Louisville and Nashville Railroad Company, as Lessee and as Seller, Mercantile-Safe Deposit and Trust Company, as Agent, Cargill Equipment Leasing Corporation, as Vendee and L&N Investment Corporation, as Builder.

The Amendment Agreement amends a Reconstruction and Conditional Sale Agreement, Transfer Agreement, Lease of Railroad Equipment and Hulk Purchase Agreement each dated as of January 1, 1981, previously filed and recorded with the Interstate Commerce Commission on February 27, 1981, at 2:05 p.m., Recordation Number 12967.

The Amendment Agreement amends the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement to add and delete Railroad equipment numbers that were actually covered by this transaction.

D. E. H. (Services)
4/4/82

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 12967-E.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the documents be delivered to the bearer of this letter.

Very truly yours,



Robert A. Kindler
as Agent for Louisville and
Nashville Railroad Company

Ms. Agatha L. Mergenovich,
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

Interstate Commerce Commission

Washington, D.C. 20423

5/4/82

OFFICE OF THE SECRETARY

**Robert A. Kindler
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/4/82** at **2:30pm**, and assigned recordation number(s). **12967-F**

Sincerely yours,

Agatha L. Mergenovich
**Agatha L. Mergenovich
Secretary**

Enclosure(s)

**SE-30
(7/79)**

MAY 4 1982 2:30 PM

INTERSTATE RAILROAD COMMISSION
INTERSTATE AMENDMENT AGREEMENT dated as of April 15,
1982, among LOUISVILLE AND NASHVILLE RAILROAD
COMPANY, a Kentucky corporation (the "Lessee"
or the "Seller"), MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, a Maryland banking corporation
(the "Agent") CARGILL EQUIPMENT LEASING
CORPORATION, a Delaware corporation (the
"Vendee") and L&N INVESTMENT CORPORATION,
a Delaware corporation (the "Builder").

WHEREAS the Agent, the Builder and the Vendee have entered into a Reconstruction and Conditional Sale Agreement dated as of January 1, 1981 (the "RCSA");

WHEREAS the Agent and the Vendee have entered into a Transfer Agreement dated as of January 1, 1981 (the "Transfer Agreement");

WHEREAS the Lessee and the Vendee have entered into a Lease of Railroad Equipment dated as of January 1, 1981 (the "Lease");

WHEREAS the Vendee and the Seller have entered into a Hulk Purchase Agreement dated as of January 1, 1981 (the "Hulk Purchase Agreement");

WHEREAS the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement are collectively called the "Documents";

WHEREAS the Documents were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on February 27, 1981, at 2:05 p.m., recordation number 12967;

WHEREAS the parties hereto now desire to amend the Documents so as to reflect the railroad equipment delivered, accepted and settled for under this transaction;

NOW, THEREFORE, the parties hereto agree as follows:

1. Schedule A (Specifications of the Equipment) to the RCSA is hereby deleted and Exhibit 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Exhibit 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and

Exhibit 3 hereto is hereby substituted therefor.

4. Exhibit A to the Hulk Purchase Agreement is hereby deleted and Exhibit 4 hereto is hereby substituted therefor.

5. The Documents are each hereby amended so that any reference to any Document contained in any Document is hereby deemed to refer to such Document as amended hereby.

6. The terms of this Amendment Agreement and all rights and obligations of the parties hereto hereunder shall be governed by and construed in accordance with the laws of the State of Kentucky; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

7. Except as amended hereby, the Documents shall remain unaltered and in full force and effect.

8. The Lessee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with the provisions of Section 14 of the Lease.

9. This Amendment Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as each party shall deliver a counterpart signed by it to Messrs. Cravath, Swaine & Moore, special counsel for the Agent.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers or other persons, as of the date first above written.

LOUISVILLE AND NASHVILLE RAILROAD
COMPANY,

by

H. L. Snyder
Vice President-Treasurer

[Corporate Seal]

Attest:

S. J. [Signature]
Assistant Secretary

MERCANTILE SAFE-DEPOSIT AND TRUST
COMPANY, as Agent,

by

Assistant Vice President

[Seal]

Attest:

Corporate Trust Officer

CARGILL EQUIPMENT LEASING
CORPORATION,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

L&N INVESTMENT CORPORATION,

by

J. L. Snyder

Vice President and Treasurer

[Corporate Seal]

Attest:

Joe C. Snyder
Assistant Secretary

EXHIBIT 1

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Schedule A—Specifications of the Equipment

Quant- ity	AAR Mechanical Designation	Old L&N Road Numbers (Inclusive)	New L&N Road Numbers (Inclusive)	Builder's Specification and Place of Delivery**	Estimated Base Reconstruction Cost		
					Hulk Purchase Price Per Unit	Total	Purchase Price Per Unit
10	LC	70-Ton Box Cars	SEE NOTE 1	SEE NOTE 2	L&N 81-8 See Page R-52	\$4,500 \$ 45,000	\$20,259 \$ 202,590
42	XF	70-Ton Box Cars			L&N 81-8 See Page R-52	4,500 189,000	20,259 850,878
54	XL	70-Ton Box Cars			L&N 81-8 See Page R-52	4,500 243,000	20,259 1,093,986
46	XM	70-Ton Box Cars			L&N 81-8 See Page R-52	4,500 207,000	20,259 931,914

AAR Quantity	Mechanical Type Designation	Description	Old L&N Road Numbers (Inclusive)	New L&N Road Numbers (Inclusive)	Builder's Specification and Place of Delivery*	Purchase Price Per Unit	Hulk Purchase Price Per Unit	Reconstruction Cost Per Unit	Base Purchase Price Per Unit	Estimated Total
3	XP	70-Ton Box Cars	SEE NOTE 1	SEE NOTE 2	L&N 81-8 See Page R-52	\$4,500	\$ 13,500	\$20,259	\$ 60,777	\$24,759 \$ 74,277
16	XL	100-Ton Box Cars			L&N 81-8 See Page R-52	4,500	72,000	20,259	324,144	24,759 396,144
7	XP	100-Ton Box Cars			L&N 81-8 See Page R-52	4,500	31,500	20,259	141,813	24,759 173,313
52	HT	80-Ton Open-Top Hoppers			L&N 81-9 See Page R-57	4,500	234,000	15,033	781,716	19,533 1,015,716
R 6252	HT	100-Ton Open-Top Hoppers			L&N 81-9 See Page R-57	4,500	1,134,000	15,033	3,788,316	19,533 4,922,316
65	GB	70-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	292,500	16,013	1,040,845	20,513 1,333,345
1	LG	70-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	4,500	16,013	16,013	20,513 20,513
13	GB	100-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	58,500	16,013	208,169	20,513 266,669
1	GBS	100-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	4,500	16,013	16,013	20,513 20,513

$\text{Rec} + \text{CSA} -$

EXHIBIT 2
TRANSFER AGREEMENT
ANNEX I

<u>AAR</u> <u>Mechanical</u>	<u>Quantity</u>	<u>Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>
	10	LC	70-Ton Box Cars	SEE NOTE 1
	42	XF	70-Ton Box Cars	
	54	XL	70-Ton Box Cars	
	46	XM	70-Ton Box Cars	
	3	XP	70-Ton Box Cars	
	16	XL	100-Ton Box Cars	
	7	XP	100-Ton Box Cars	

TRANS AG

<u>AAR</u> <u>Mechanical</u> <u>Quantity</u>	<u>Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>
52	HT	80-Ton Open-Top Hoppers	SEE NOTE 1
252	HT	100-Ton Open-Top Hoppers	
65	GB	70-Ton Gondola Cars	
1	LG	70-Ton Gondola Cars	
13	GB	100-Ton Gondola Cars	
1	GBS	100-Ton Gondola Cars	
6	FMS	70-Ton Bulkhead Flat Cars	
1	FB	100-Ton Bulkhead Flat Cars	
✓70	LO	100-Ton Covered Hoppers	

AAR
Mechanical

<u>Quantity</u>	<u>Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>
6	GBSR	100-Ton Covered Condola Cars	SEE NOTE 1
7	LP	70-Ton Pulpwood Cars	

EXHIBIT 3

Lease of Railroad Equipment

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>Builder's Specification Number</u>
10	LC	70-Ton Box Cars	SEE NOTE 2	L&N 81-8
42	XF	70-Ton Box Cars		L&N 81-8
54	XL	70-Ton Box Cars		L&N 81-8
46	XM	70-Ton Box Cars		L&N 81-8
3	XP	70-Ton Box Cars		L&N 81-8
16	XL	100-Ton Box Cars		L&N 81-8
7	XP	100-Ton Box Cars		L&N 81-8
52	HT	80-Ton Open-Top Hoppers		L&N 81-9
252	HT	100-Ton Open-Top Hoppers		L&N 81-9

LEASE

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>Builder's Specification Number</u>
65	GB	70-Ton Gondola Cars	SEE NOTE 2	L&N 81-6
1	LG	70-Ton Gondola Car		L&N 81-6
13	GB	100-Ton Gondola Cars		L&N 81-6
1	GBS	100-Ton Gondola Car		L&N 81-6
6	FMS	70-Ton Bulkhead Flat Cars		L&N 81-3
1	FB	100-Ton Bulkhead Flat Car		L&N 81-3
✓ 70	LO	100-Ton Covered Hoppers		L&N 81-7
6	GBSR	100-Ton Covered Gondola Cars		L&N 81-4
7	LP	70-Ton Pulpwood Cars		L&N 81-5

EXHIBIT 4

HULK PURCHASE AGREEMENT

EXHIBIT A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>	<u>Hulk Purchase Price</u>	
				<u>Unit</u>	<u>Total</u>
10	LC	70-Ton Box Cars	SEE NOTE 1	\$4,500	\$ 45,000
42	XF	70-Ton Box Cars		4,500	189,000
54	XL	70-Ton Box Cars		4,500	243,000
46	XM	70-Ton Box Cars		4,500	207,000
3	XP	70-Ton Box Cars		4,500	13,500
16	XL	100-Ton Box Cars		4,500	72,000
7	XP	100-Ton Box Cars		4,500	31,500

HULK PURCHASE

<u>Quantity</u>	<u>Mechanical Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>	<u>Hulk Purchase Price</u>	
				<u>Unit</u>	<u>Total</u>
52	HT	80-Ton Open-Top Hoppers	SEE NOTE 1	\$ 4,500	\$ 234,000
252	HT	100-Ton Open-Top Hoppers		4,500	1,134,000
6	GB	70-Ton Gondola Cars		4,500	292,500
1	LG	70-Ton Gondola Car		4,500	4,500
13	GB	100-Ton Gondola Cars		4,500	58,500
1	GBS	100-Ton Gondola Car		4,500	4,500
6	FMS	70-Ton Bulkhead Flat Cars		4,500	27,000
1	FB	100-Ton Bulkhead Flat Car		4,500	4,500
70	70- LO	100-Ton Covered Hoppers	✓ -70-	4,500	315,000

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>	<u>Hulk Purchase Price Unit</u>	<u>Total</u>
6	GBSR	100-Ton Covered Gondola Cars	SEE NOTE 1	\$ 4,500	\$ 27,000
7	LP	70-Ton Pulpwood Cars		4,500	31,500
<u>652</u>					<u>\$2,934,000</u>

NOTE 1

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
18	70-ton box cars	MON 15035 L&N 100428, 100714, 100715, 101107, 101291, 102908, 102909, 102916, 102985, 103821, 103853, 103869, 103928, 104020, 104071, 453043, 453245
3	100-ton box cars	L&N 104633, 104766, 104913
5	80-ton open top hopper cars	L&N 186202, 186610, 188895, 189007, 189016
21	100-ton open top hopper cars	L&N 190238, 190239, 190242, 190244, 190246, 190247, 190248, 190249, 190253, 190254, 190348, 190366, 190552, 190553, 190554, 190555, 190557, 190558, 190559, 190567, 190646
2	70-ton gondola cars	L&N 170000, 170070
2	100-ton gondola cars	L&N 176444, 176564
1	70-ton bulkhead flat car	L&N 22722
9	100-ton covered hopper cars	L&N 201172, 201213, 201348, 204080, 204124, 204133, 204139, 204145, 250011

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
51	70-ton box cars	MON 15004, 15026, 15034, 15065 L&N 100039, 100056, 100209, 100227, 100246, 100296, 100402, 100444, 100478, 100486, 100487, 100531, 100537, 100561, 100576, 100751, 100753, 100763, 100798, 101123, 101141, 101150, 101173, 101233, 101238, 101357, 101365, 101391, 102151, 102228, 102454, 102458, 102596, 103424, 103780, 103795, 103803, 103851, 103903, 103966, 114451, 400638, 450067, 450078, 480278, 480291, 480336
7	100-ton box cars	L&N 104721, 104793, 104800, 104939, 105525, 470014, 470111
33	80-ton open top hopper cars	L&N 180111, 180332, 180470, 180538, 180664, 180995, 181010, 182252, 182366, 182450, 182755, 183147, 183153, 183171, 183177, 183218, 183274, 183321, 183328, 183357, 183956, 183994, 184663, 185279, 185878, 186190, 187128, 187135, 187210, 187285, 189098, 189241, 189354
24	100-ton open top hopper cars	L&N 190228, 190252, 190279, 190528, 191185, 191262, 191308, 191437, 193098, 193105, 193124, 193128, 193150, 193244, 193305, 193332, 193654, 193664, 193758, 193793, 193799, 193908, 193918, 193989
46	70-ton gondola cars	L&N 25901, 170021, 170036, 170104, 170142, 170210, 170230, 170259, 170274, 170365, 170392, 170419, 170423, 170431, 170496, 170554, 170628, 170706, 170708, 170717, 170722, 170728, 170773, 170812, 170863, 170879, 170880, 170975, 171034, 171188, 171215, 171225, 171239, 171247, 171281, 171301, 171456, 171694, 171728, 171764, 171775, 171777, 171831, 171953, 172040, 174012
11	100-ton gondola cars	L&N 176114, 176374, 176459, 176509, 176559, 176578, 176615, 176699, 176725, 176734, 176753

- | | | |
|----|---------------------------------|---|
| 1 | 70-ton bulkhead
flat car | L&N 22765 |
| 23 | ✓100-ton covered
hopper cars | L&N 200024, 200137, 200155, 200186,
201038, 201156, 201260, 201345,
240204, 240294, 240314, 240589,
240648, 240685, 240741, 240884,
240913, 241197, 241479, 241488,
241604, 241658, 250072 |
| 4 | 70-ton pulpwood cars | L&N 23080, 23101, 23660, 23861 |

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
65	70-ton box cars	MON 15003, 15010, 15055, 15068, 15072 L&N 100690, 101102, 101126, 101131, 101156, 101169, 101172, 101174, 101177, 101228, 101249, 101251, 101253, 101264, 101271, 101272, 101285, 101289, 101290, 101316, 101323, 101336, 101337, 101338, 101347, 101351, 101352, 101355, 101360, 101368, 101418, 101554, 101764, 102075, 102281, 102459, 102475, 102680, 102752, 103046, 103049, 103775, 103836, 103864, 103899, 114536, 114610, 400517, 450087, 450096, 453021, 453074, 453224, 453248, 453298, 480164, 480214, 480229, 480247, 480350
13	100-ton box cars	L&N 104992, 105532, 470001, 470005, 470011, 470026, 470029, 470031, 470032, 470034, 470040, 470049, 470080
6	80-ton open top hopper cars	L&N 182799, 183829, 184495, 184701, 185050, 186864
20	100-ton open top hopper cars	L&N 190306, 190326, 190342, 190350, 190502, 190503, 190509, 190512, 190565, 190572, 193595, 193596, 193612, 193699, 193743, 193747, 193840, 193841, 193849, 193896
3	70-ton gondola cars	L&N 170814, 170891, 173019
1	100-ton gondola car	L&N 176104
1	100-ton bulkhead flat car	L&N 22309
8	100-ton covered hopper cars	L&N 241172, 241287, 241288, 241307, 241326, 241327, 241407, 241681
3	70-ton pulpwood cars	L&N 20404, 23074, 23314

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
21	70-ton box cars	100052, 100054, 100434, 100560, 100670, 100674, 100712, 100754, 101056, 101059, 101077, 102055, 103004, 103144, 103545, 103583, 103816, 103840, 103912, 103918, 103933
90	100-ton open top hopper cars	190202, 190207, 190221, 190226, 190268, 190272, 190275, 190277, 190286, 190289, 190290, 190308, 190320, 190333, 190347, 190349, 190354, 190355, 190356, 190357, 190359, 190360, 190361, 190369, 190508, 190514, 190515, 190517, 190521, 190525, 190526, 190527, 190529, 190530, 190531, 190533, 190534, 190537, 190538, 190539, 190542, 190548, 190560, 190562, 190574, 190576, 190577, 190579, 190581, 190583, 190584, 190589, 190590, 190593, 190594, 190595, 190596, 190597, 190601, 190604, 190608, 190611, 190612, 190613, 190617, 190618, 190622, 190623, 190624, 190625, 190628, 190629, 190630, 190631, 190633, 190637, 190640, 190641, 190642, 190643, 190647, 190648, 190650, 191255, 191822, 193253, 193272, 193328, 193345, 193392
15	70-ton gondola cars	25954, 25989, 170279, 170324, 170348, 170470, 170579, 170806, 171162, 171295, 171339, 171417, 171434, 171749, 174106

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton bulkhead flat cars	22720, 22728, 22766, 22971
10	✓100-ton covered hopper cars	201108, 201453, 201486, 240322, 240342, 241450, 241535, 241627, 250006, 250062
6	100-ton covered gondola cars	56850, 56855, 56863, 56895, 56896, 56898

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
8	80-ton open top hopper cars	180061, 180459, 180659, 182166, 182188, 183071, 183479, 183809
97	100-ton open top hopper cars	190200, 190201, 190209, 190210, 190213, 190220, 190224, 190225, 190232, 190257, 190259, 190260, 190261, 190262, 190263, 190269, 190270, 190273, 190278, 190280, 190281, 190282, 190284, 190285, 190288, 190291, 190292, 190293, 190294, 190296, 190297, 190301, 190305, 190309, 190310, 190311, 190313, 190316, 190318, 190319, 190321, 190325, 190329, 190330, 190331, 190334, 190335, 190337, 190343, 190344, 190346, 190351, 190352, 190500, 190501, 190504, 190506, 190507, 190510, 190513, 190516, 190519, 190524, 190532, 190535, 190536, 190541, 190543, 190545, 190546, 190547, 190580, 191016, 191024, 191036, 191142, 191167, 191222, 191258, 191376, 191380, 191388, 191439, 191464, 191469, 191471, 191502, 191519, 191530, 191798, 193020, 193039, 193066, 193099, 193130, 193169, 193999
20	✓100-ton covered hopper cars	200011, 200083, 200103, 200113, 200208, 200228, 200256, 200284, 200480, 200609, 201062, 201079, 201170, 201267, 201338, 201455, 240645, 240660, 240783, 240880

NOTE 2

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
1	70-ton box car (LC)	94023
2	70-ton box cars (XF)	112726, 112728
8	70-ton box cars (XL)	112587, 112594, 112595, 112596, 112597, 112598, 112603, 112605
5	70-ton box cars (XM)	112584, 112674, 112679, 453301, 453305
2	70-ton box cars (XP)	104455, 104456
1	100-ton box car (XL)	114085
2	100-ton box cars (XP)	104457, 114083
5	80-ton open top hopper cars (HT)	510032, 510033, 510038, 510039, 510041
21	100-ton open top hopper cars (HT)	192817, 192821, 192823, 192838, 192856, 192870, 192871, 192880, 192885, 192898, 192908, 192910, 192940, 192941, 192942, 192943, 192944, 192945, 192946, 192950, 192995
2	70-ton gondola cars (GB)	29625, 29626
1	100-ton gondola car (GB)	27686
1	100-ton gondola car (GBS)	27978
1	70-ton bulkhead flat car (FMS)	990405
✓9	✓100-ton covered hopper cars (LO)	204314, 204315, 204316, 204317, 204318, 205273, 205279, 250526, 250527

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton box cars (LC)	94014, 94017, 94018, 94019
9	70-ton box cars (XF)	112687, 112688, 112697, 112701, 112705 112706, 112707, 112711, 112714
19	70-ton box cars (XL)	112574, 112575, 112578, 112579, 112580, 112581, 112589, 112590, 112591, 112604, 112607, 112610, 112612, 112616, 112618, 112732, 400701, 450100, 450101
19	70-ton box cars (XM)	112585, 112664, 112666, 112667, 112669, 112672, 112676, 112677, 112678, 112680, 112682, 112683, 112684, 112685, 112729, 112735, 112738, 112739, 112744
3	100-ton box cars (XL)	114086, 470508, 470512
4	100-ton box cars (XP)	114081, 114082, 114084, 114088
33	80-ton open top hopper cars (HT)	189442, 189444, 189445, 189447, 510000, 510001, 510002, 510004, 510006, 510007, 510009, 510011, 510012, 510013, 510014, 510015, 510016, 510017, 510018, 510019, 510023, 510024, 510026, 510029, 510030, 510031, 510034, 510035, 510036, 510037, 510042, 510043, 510044
24	100-ton open top hopper cars (HT)	192123, 192127, 192133, 192137, 192148, 192150, 192152, 192155, 192157, 192158, 192161, 192164, 192166, 192167, 192168, 192169, 192170, 192174, 192175, 192182, 192897, 192902, 192903, 192977
46	70-ton gondola cars (GB)	27455, 29206, 29622, 29623, 29624, 29627, 29628, 29629, 29630, 29631, 29632, 29633, 29635, 29636, 29637, 29639, 29640, 29643, 29644, 29645, 29646, 29647, 29649, 29650, 29651, 29653, 29655, 29656, 29658, 29660, 29661, 29662, 29663, 29664, 29665, 29667, 29668, 29669, 29670, 29671, 29673, 29676, 29678, 29679, 29681, 29682
11	100-ton gondola cars (GB)	27674, 27676, 27677, 27678, 27679, 27680, 27681, 27682, 27683, 27684, 27685

1	70-ton bulkhead flat car (FMS)	990615
23 ✓	100-ton covered hopper cars (LO)	201683, 201685, 201688, 201689, 201692 205251, 205255, 205260, 205263, 205264, 205265, 205268, 205269, 205270, 205275, 205277, 205278, 205281, 205289, 205292, 205293, 205295, 250524
4	70-ton pulpwood cars (LP)	20023, 20024, 20026, 20285

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
5	70-ton box cars (LC)	94015, 94016, 94020, 94021, 94022
31	70-ton box cars (XF)	112686, 112689, 112690, 112691, 112692, 112693, 112694, 112695, 112696, 112698, 112699, 112700, 112702, 112703, 112704, 112708, 112709, 112710, 112712, 112713, 112715, 112716, 112717, 112718, 112719, 112720, 112721, 112722, 112723, 112724, 112727
13	70-ton box cars (XL)	112586, 112588, 112592, 112593, 112600, 112601, 112602, 112608, 112611, 112613, 400700, 450102, 450103
15	70-ton box cars (XM)	112583, 112673, 112730, 112736, 112737, 112740, 112741, 112742, 112743, 112745, 453300, 453302, 453303, 453304, 453306
1	70-ton box car (XP)	112725
12	100-ton box cars (XL)	114087, 470500, 470501, 470502, 470503, 470504, 470505, 470506, 470507, 470509, 470510, 470511
1	100-ton box car (XP)	114089
6	80-ton open top hopper cars (HT)	189446, 510022, 510025, 510027, 510028, 510040
20	100-ton open top hopper cars (HT)	192171, 192172, 192173, 192176, 192177, 192178, 192179, 192180, 192181, 192183, 192878, 192887, 192949, 192951, 192952, 192956, 192969, 192972, 192990, 192998
2	70-ton gondola cars (GB)	29652, 29659
1	70-ton gondola car (LG)	29654
1	100-ton gondola car (GB)	27675
1	100-ton bulkhead flat car (FB)	990320
8 ✓	100-ton covered hopper cars (LO)	205280, 205282, 205283, 205284, 205285, 205286, 205287, 205294
3	70-ton pulpwood cars (LP)	20022, 20025, 20102

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
14	70-ton box cars (XL)	111984, 111985, 111986, 112576, 112577, 112599, 112606, 112609, 112614, 112615, 112617, 112731, 112733, 112734
7	70-ton box cars (XM)	112582, 112665, 112668, 112670, 112671, 112675, 112681
90	100-ton open top hopper cars (HT)	192131, 192146, 192159, 192160, 192162, 192163, 192165, 192812, 192813, 192818, 192830, 192833, 192835, 192836, 192844, 192847, 192848, 192858, 192859, 192867, 192875, 192884, 192886, 192890, 192891, 192892, 192893, 192894, 192895, 192896, 192899, 192907, 192912, 192913, 192915, 192917, 192919, 192920, 192921, 192922, 192923, 192924, 192926, 192927, 192930, 192931, 192932, 192934, 192939, 192947, 192948, 192953, 192954, 192955, 192957, 192959, 192960, 192961, 192962, 192963, 192964, 192965, 192966, 192967, 192968, 192970, 192971, 192973, 192974, 192975, 192976, 192978, 192979, 192980, 192981, 192982, 192983, 192984, 192985, 192986, 192987, 192988, 192989, 192991, 192992, 192993, 192994, 192996, 192997, 192999
15	70-ton gondola cars (GB)	27456, 29207, 29208, 29634, 29638, 29641, 29642, 29648, 29657, 29666, 29672, 29674, 29675, 29677, 29680

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton bulkhead flat cars (FMS)	990406, 990612, 990613, 990614
10	✓ 100-ton covered hopper cars (LO)	201686, 201693, 201695, 205266, 205267, 205288, 205290, 205291, 250525, 250528
6	100-ton covered gondola cars (GBSR)	26387, 26388, 26389, 26400, 26401, 26402

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
8	80-ton open top hopper cars (HT)	189441, 189443, 510003, 510005, 510008, 510010, 510020, 510021,
97	100-ton open top hopper cars (HT)	192124, 192125, 192126, 192128, 192129, 192130, 192132, 192134, 192135, 192136, 192138, 192139, 192140, 192141, 192142, 192143, 192144, 192145, 192147, 192149, 192151, 192153, 192154, 192156, 192184, 192810, 192811, 192814, 192815, 192816, 192819, 192820, 192822, 192824, 192825, 192826, 192827, 192828, 192829, 192831, 192832, 192834, 192837, 192839, 192840, 192841, 192842, 192843, 192845, 192846, 192849, 192850, 192851, 192852, 192853, 192854, 192855, 192857, 192860, 192861, 192862, 192863, 192864, 192865, 192866, 192868, 192869, 192872, 192873, 192874, 192876, 192877, 192879, 192881, 192882, 192883, 192888, 192889, 192900, 192901, 192904, 192905, 192906, 192909, 192911, 192914, 192916, 192918, 192925, 192928, 192929, 192933, 192935, 192936, 192937, 192938, 192958
20	✓ 100-ton covered hopper cars (LO)	201682, 201684, 201687, 201690, 201691, 201694, 205250, 205252, 205253, 205254, 205256, 205257, 205258, 205259, 205261, 205262, 205271, 205272, 205274, 205276

AMENDMENT AGREEMENT dated as of April 15, 1982, among LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a Kentucky corporation (the "Lessee" or the "Seller"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") CARGILL EQUIPMENT LEASING CORPORATION, a Delaware corporation (the "Vendee") and L&N INVESTMENT CORPORATION, a Delaware corporation (the "Builder").

WHEREAS the Agent, the Builder and the Vendee have entered into a Reconstruction and Conditional Sale Agreement dated as of January 1, 1981 (the "RCSA");

WHEREAS the Agent and the Vendee have entered into a Transfer Agreement dated as of January 1, 1981 (the "Transfer Agreement");

WHEREAS the Lessee and the Vendee have entered into a Lease of Railroad Equipment dated as of January 1, 1981 (the "Lease");

WHEREAS the Vendee and the Seller have entered into a Hulk Purchase Agreement dated as of January 1, 1981 (the "Hulk Purchase Agreement");

WHEREAS the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement are collectively called the "Documents";

WHEREAS the Documents were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on February 27, 1981, at 2:05 p.m., recordation number 12967;

WHEREAS the parties hereto now desire to amend the Documents so as to reflect the railroad equipment delivered, accepted and settled for under this transaction;

NOW, THEREFORE, the parties hereto agree as follows:

1. Schedule A (Specifications of the Equipment) to the RCSA is hereby deleted and Exhibit 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Exhibit 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and

Exhibit 3 hereto is hereby substituted therefor.

4. Exhibit A to the Hulk Purchase Agreement is hereby deleted and Exhibit 4 hereto is hereby substituted therefor.

5. The Documents are each hereby amended so that any reference to any Document contained in any Document is hereby deemed to refer to such Document as amended hereby.

6. The terms of this Amendment Agreement and all rights and obligations of the parties hereto hereunder shall be governed by and construed in accordance with the laws of the State of Kentucky; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

7. Except as amended hereby, the Documents shall remain unaltered and in full force and effect.

8. The Lessee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with the provisions of Section 14 of the Lease.

9. This Amendment Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as each party shall deliver a counterpart signed by it to Messrs. Cravath, Swaine & Moore, special counsel for the Agent.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers or other persons, as of the date first above written.

LOUISVILLE AND NASHVILLE RAILROAD
COMPANY,

by

[Corporate Seal]

Attest:

Assistant Secretary

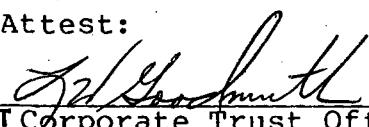
MERCANTILE SAFE-DEPOSIT AND TRUST
COMPANY, as Agent,

by


Assistant Vice President

[Seal]

Attest:


ASSISTANT Corporate Trust Officer

CARGILL EQUIPMENT LEASING
CORPORATION,

by


Vice President

[Corporate Seal]

Attest:


Assistant Secretary

L&N INVESTMENT CORPORATION,

by


[Corporate Seal]

Attest:



STATE OF FLORIDA,)) ss.:
COUNTY OF DUVAL,)

On this day of April 1982, before me personally appeared , to me personally known, who being by me duly sworn, says that he is of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission Expires

STATE OF MARYLAND,)) ss.:
COUNTY OF BALTIMORE,)

On this ^{19th} day of April 1982, before me personally appeared R. E. SCHREIBER , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE SAFE-DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission Expires 7-1-82

STATE OF MINNESOTA,)
) ss.:
COUNTY OF HENNEPIN,)

On this day of April 1982, before me per-
sonally appeared , to me personally
known, who, being by me duly sworn, says that he is Vice
President of CARGILL EQUIPMENT LEASING CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said Corporation, that said instrument was
signed and sealed on behalf of said Corporation by authority
of its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and
deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission Expires

STATE OF FLORIDA,)
) ss.:
COUNTY OF DUVAL ,)

On this day of April 1982, before me per-
sonally appeared , to me personally
known, who, being by me duly sworn, says that he is
of L&N INVESTMENT CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said Corporation, that said instrument was
signed and sealed on behalf of said Corporation by authority
of its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and
deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission Expires

EXHIBIT 1

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Schedule A—Specifications of the Equipment

<u>AAR</u>	<u>Mechanical Description</u>	<u>Old L&N Road Numbers (Inclusive)</u>	<u>New L&N Road Numbers (Inclusive)</u>	<u>Hulk Specification and Place of Delivery**</u>	<u>Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Purchase Price Total</u>
10	LC	70-Ton Box Cars	SEE NOTE 1	SEE NOTE 2 See Page R-52	L&N 81-8 See Page R-52	\$4,500 \$ 45,000	\$20,259 \$ 202,590
42	XF	70-Ton Box Cars		L&N 81-8 See Page R-52	4,500 189,000	20,259 850,878	24,759 24,759 1,039,878
54	XL	70-Ton Box Cars		L&N 81-8 See Page R-52	4,500 243,000	20,259 1,093,986	24,759 24,759 1,336,986
46	XM	70-Ton Box Cars		L&N 81-8 See Page R-52	4,500 207,000	20,259 931,914	24,759 24,759 1,138,914

AAR Quar- tity	Mechanical Designation	Old L&N Road Numbers (Inclusive)	New L&N Road Numbers (Inclusive)	Specification and Place of Delivery**	Purchase Price Per Unit	Bulk Purchase Price Per Unit	Reconstruction Cost Per Unit	Estimated Base Total	Estimated Purchase Price Per Unit	Estimated Total
3	XP	70-Ton Box Cars	SEE NOTE 1	SEE NOTE 2	L&N 81-8 See Page R-52	\$4,500	\$ 13,500	\$20,259	\$ 60,777	\$ 24,759
16	XL	100-Ton Box Cars			L&N 81-8 See Page R-52	4,500	72,000	20,259	324,144	24,759
7	XP	100-Ton Box Cars			L&N 81-8 See Page R-52	4,500	31,500	20,259	141,813	24,759
52	HT	80-Ton Open-Top Hoppers			L&N 81-9 See Page R-57	4,500	234,000	15,033	781,716	19,533
R-3252 6	HT	100-Ton Open-Top Hoppers			L&N 81-9 See Page R-57	4,500	1,134,000	15,033	3,788,316	19,533
65	GB	70-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	292,500	16,013	1,040,845	20,513
1	LG	70-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	4,500	16,013	16,013	20,513
13	GB	100-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	58,500	16,013	208,169	20,513
1	GBS	100-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500	4,500	16,013	16,013	20,513

EXHIBIT 2
TRANSFER AGREEMENT
ANNEX I

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>
10	LC	70-Ton Box Cars	SEE NOTE 1
42	XF	70-Ton Box Cars	
54	XL	70-Ton Box Cars	
46	XM	70-Ton Box Cars	
3	XP	70-Ton Box Cars	
16	XL	100-Ton Box Cars	
7	XP	100-Ton Box Cars	

<u>AAR</u>			
<u>Mechanical</u>			
<u>Quantity</u>	<u>Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>
52	HT	80-Ton Open-Top Hoppers	SEE NOTE 1
252	HT	100-Ton Open-Top Hoppers	
65	GB	70-Ton Gondola Cars	
1	LG	70-Ton Gondola Cars	
13	GB	100-Ton Gondola Cars	
1	GBS	100-Ton Gondola Cars	
6	FMS	70-Ton Bulkhead Flat Cars	
1	FB	100-Ton Bulkhead Flat Cars	
70	LO	100-Ton Covered Hoppers	

<u>AAR</u>			
<u>Mechanical</u>			
<u>Quantity</u>	<u>Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>
6	GBSR	100-Ton Covered Condola Cars	SEE NOTE 1
7	LP	70-Ton Pulpwood Cars	

EXHIBIT 3

Lease of Railroad Equipment

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>Builder's Specification Number</u>
10	LC	70-Ton Box Cars	SEE NOTE 2	L&N 81-8
42	XF	70-Ton Box Cars		L&N 81-8
54	XL	70-Ton Box Cars		L&N 81-8
46	XM	70-Ton Box Cars		L&N 81-8
3	XP	70-Ton Box Cars		L&N 81-8
16	XL	100-Ton Box Cars		L&N 81-8
7	XP	100-Ton Box Cars		L&N 81-8
52	HT	80-Ton Open-Top Hoppers		L&N 81-9
252	HT	100-Ton Open-Top Hoppers		L&N 81-9

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>Builder's Specification Number</u>
65	GB	70-Ton Gondola Cars	SEE NOTE 2	L&N 81-6
1	LG	70-Ton Gondola Car		L&N 81-6
13	GB	100-Ton Gondola Cars		L&N 81-6
1	GBS	100-Ton Gondola Car		L&N 81-6
6	FMS	70-Ton Bulkhead Flat Cars		L&N 81-3
1	FB	100-Ton Bulkhead Flat Car		L&N 81-3
70	LO	100-Ton Covered Hoppers		L&N 81-7
6	GBSR	100-Ton Covered Gondola Cars		L&N 81-4
7	LP	70-Ton Pulpwood Cars		L&N 81-5

EXHIBIT 4

HULK PURCHASE AGREEMENT

EXHIBIT A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing</u>	<u>Road Numbers</u>	<u>Hulk Purchase Price</u>	
			Unit		Total	
10	LC	70-Ton Box Cars		SEE NOTE 1	\$4,500	\$ 45,000
42	XF	70-Ton Box Cars			4,500	189,000
54	XL	70-Ton Box Cars			4,500	243,000
46	XM	70-Ton Box Cars			4,500	207,000
3	XP	70-Ton Box Cars			4,500	13,500
16	XL	100-Ton Box Cars			4,500	72,000
7	XP	100-Ton Box Cars			4,500	31,500

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing</u>	<u>Road Numbers</u>	<u>Hulk Purchase Price</u>	
					<u>Unit</u>	<u>Total</u>
52	HT	80-Ton Open-Top Hoppers		SEE NOTE 1	\$ 4,500	\$ 234,000
252	HT	100-Ton Open-Top Hoppers			4,500	1,134,000
6	GB	70-Ton Gondola Cars			4,500	292,500
1	LG	70-Ton Gondola Car			4,500	4,500
13	GB	100-Ton Gondola Cars			4,500	58,500
1	GBS	100-Ton Gondola Car			4,500	4,500
6	FMS	70-Ton Bulkhead Flat Cars			4,500	27,000
1	FB	100-Ton Bulkhead Flat Car			4,500	4,500
70	LO	100-Ton Covered Hoppers			4,500	315,000

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>	<u>Hulk Purchase Price</u>	<u>Unit</u>	<u>Total</u>
6	GBSR	100-Ton Covered Gondola Cars	SEE NOTE 1	\$ 4,500	\$	27,000
7	LP	70-Ton Pulpwood Cars		4,500		31,500
						<u><u>\$2,934,000</u></u>
<u>652</u>						

NOTE 1

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
18	70-ton box cars	MON 15035 L&N 100428, 100714, 100715, 101107, 101291, 102908, 102909, 102916, 102985, 103821, 103853, 103869, 103928, 104020, 104071, 453043, 453245
3	100-ton box cars	L&N 104633, 104766, 104913
5	80-ton open top hopper cars	L&N 186202, 186610, 188895, 189007, 189016
21	100-ton open top hopper cars	L&N 190238, 190239, 190242, 190244, 190246, 190247, 190248, 190249, 190253, 190254, 190348, 190366, 190552, 190553, 190554, 190555, 190557, 190558, 190559, 190567, 190646
2	70-ton gondola cars	L&N 170000, 170070
2	100-ton gondola cars	L&N 176444, 176564
1	70-ton bulkhead flat car	L&N 22722
9	100-ton covered hopper cars	L&N 201172, 201213, 201348, 204080, 204124, 204133, 204139, 204145, 250011

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
51	70-ton box cars	MON 15004, 15026, 15034, 15065 L&N 100039, 100056, 100209, 100227, 100246, 100296, 100402, 100444, 100478, 100486, 100487, 100531, 100537, 100561, 100576, 100751, 100753, 100763, 100798, 101123, 101141, 101150, 101173, 101233, 101238, 101357, 101365, 101391, 102151, 102228, 102454, 102458, 102596, 103424, 103780, 103795, 103803, 103851, 103903, 103966, 114451, 400638, 450067, 450078, 480278, 480291, 480336
7	100-ton box cars	L&N 104721, 104793, 104800, 104939, 105525, 470014, 470111
33	80-ton open top hopper cars	L&N 180111, 180332, 180470, 180538, 180664, 180995, 181010, 182252, 182366, 182450, 182755, 183147, 183153, 183171, 183177, 183218, 183274, 183321, 183328, 183357, 183956, 183994, 184663, 185279, 185878, 186190, 187128, 187135, 187210, 187285, 189098, 189241, 189354
24	100-ton open top hopper cars	L&N 190228, 190252, 190279, 190528, 191185, 191262, 191308, 191437, 193098, 193105, 193124, 193128, 193150, 193244, 193305, 193332, 193654, 193664, 193758, 193793, 193799, 193908, 193918, 193989
46	70-ton gondola cars	L&N 25901, 170021, 170036, 170104, 170142, 170210, 170230, 170259, 170274, 170365, 170392, 170419, 170423, 170431, 170496, 170554, 170628, 170706, 170708, 170717, 170722, 170728, 170773, 170812, 170863, 170879, 170880, 170975, 171034, 171188, 171215, 171225, 171239, 171247, 171281, 171301, 171456, 171694, 171728, 171764, 171775, 171777, 171831, 171953, 172040, 174012
11	100-ton gondola cars	L&N 176114, 176374, 176459, 176509, 176559, 176578, 176615, 176699, 176725, 176734, 176753

1	70-ton bulkhead flat car	L&N 22765
23	100-ton covered hopper cars	L&N 200024, 200137, 200155, 200186, 201038, 201156, 201260, 201345, 240204, 240294, 240314, 240589, 240648, 240685, 240741, 240884, 240913, 241197, 241479, 241488, 241604, 241658, 250072
4	70-ton pulpwood cars	L&N 23080, 23101, 23660, 23861

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
65	70-ton box cars	MON 15003, 15010, 15055, 15068, 15072 L&N 100690, 101102, 101126, 101131, 101156, 101169, 101172, 101174, 101177, 101228, 101249, 101251, 101253, 101264, 101271, 101272, 101285, 101289, 101290, 101316, 101323, 101336, 101337, 101338, 101347, 101351, 101352, 101355, 101360, 101368, 101418, 101554, 101764, 102075, 102281, 102459, 102475, 102680, 102752, 103046, 103049, 103775, 103836, 103864, 103899, 114536, 114610, 400517, 450087, 450096, 453021, 453074, 453224, 453248, 453298, 480164, 480214, 480229, 480247, 480350
13	100-ton box cars	L&N 104992, 105532, 470001, 470005, 470011, 470026, 470029, 470031, 470032, 470034, 470040, 470049, 470080
6	80-ton open top hopper cars	L&N 182799, 183829, 184495, 184701, 185050, 186864
20	100-ton open top hopper cars	L&N 190306, 190326, 190342, 190350, 190502, 190503, 190509, 190512, 190565, 190572, 193595, 193596, 193612, 193699, 193743, 193747, 193840, 193841, 193849, 193896
3	70-ton gondola cars	L&N 170814, 170891, 173019
1	100-ton gondola car	L&N 176104
1	100-ton bulkhead flat car	L&N 22309
8	100-ton covered hopper cars	L&N 241172, 241287, 241288, 241307, 241326, 241327, 241407, 241681
3	70-ton pulpwood cars	L&N 20404, 23074, 23314

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
21	70-ton box cars	100052, 100054, 100434, 100560, 100670, 100674, 100712, 100754, 101056, 101059, 101077, 102055, 103004, 103144, 103545, 103583, 103816, 103840, 103912, 103918, 103933
90	100-ton open top hopper cars	190202, 190207, 190221, 190226, 190268, 190272, 190275, 190277, 190286, 190289, 190290, 190308, 190320, 190333, 190347, 190349, 190354, 190355, 190356, 190357, 190359, 190360, 190361, 190369, 190508, 190514, 190515, 190517, 190521, 190525, 190526, 190527, 190529, 190530, 190531, 190533, 190534, 190537, 190538, 190539, 190542, 190548, 190560, 190562, 190574, 190576, 190577, 190579, 190581, 190583, 190584, 190589, 190590, 190593, 190594, 190595, 190596, 190597, 190601, 190604, 190608, 190611, 190612, 190613, 190617, 190618, 190622, 190623, 190624, 190625, 190628, 190629, 190630, 190631, 190633, 190637, 190640, 190641, 190642, 190643, 190647, 190648, 190650, 191255, 191822, 193253, 193272, 193328, 193345, 193392
15	70-ton gondola cars	25954, 25989, 170279, 170324, 170348, 170470, 170579, 170806, 171162, 171295, 171339, 171417, 171434, 171749, 174106

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton bulkhead flat cars	22720, 22728, 22766, 22971
10	100-ton covered hopper cars	201108, 201453, 201486, 240322, 240342, 241450, 241535, 241627, 250006, 250062
6	100-ton covered gondola cars	56850, 56855, 56863, 56895, 56896, 56898

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
8	80-ton open top hopper cars	180061, 180459, 180659, 182166, 182188, 183071, 183479, 183809
97	100-ton open top hopper cars	190200, 190201, 190209, 190210, 190213, 190220, 190224, 190225, 190232, 190257, 190259, 190260, 190261, 190262, 190263, 190269, 190270, 190273, 190278, 190280, 190281, 190282, 190284, 190285, 190288, 190291, 190292, 190293, 190294, 190296, 190297, 190301, 190305, 190309, 190310, 190311, 190313, 190316, 190318, 190319, 190321, 190325, 190329, 190330, 190331, 190334, 190335, 190337, 190343, 190344, 190346, 190351, 190352, 190500, 190501, 190504, 190506, 190507, 190510, 190513, 190516, 190519, 190524, 190532, 190535, 190536, 190541, 190543, 190545, 190546, 190547, 190580, 191016, 191024, 191036, 191142, 191167, 191222, 191258, 191376, 191380, 191388, 191439, 191464, 191469, 191471, 191502, 191519, 191530, 191798, 193020, 193039, 193066, 193099, 193130, 193169, 193999
20	100-ton covered hopper cars	200011, 200083, 200103, 200113, 200208, 200228, 200256, 200284, 200480, 200609, 201062, 201079, 201170, 201267, 201338, 201455, 240645, 240660, 240783, 240880

NOTE 2

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
1	70-ton box car (LC)	94023
2	70-ton box cars (XF)	112726, 112728
8	70-ton box cars (XL)	112587, 112594, 112595, 112596, 112597, 112598, 112603, 112605
5	70-ton box cars (XM)	112584, 112674, 112679, 453301, 453305
2	70-ton box cars (XP)	104455, 104456
1	100-ton box car (XL)	114085
2	100-ton box cars (XP)	104457, 114083
5	80-ton open top hopper cars (HT)	510032, 510033, 510038, 510039, 510041
21	100-ton open top hopper cars (HT)	192817, 192821, 192823, 192838, 192856, 192870, 192871, 192880, 192885, 192898, 192908, 192910, 192940, 192941, 192942, 192943, 192944, 192945, 192946, 192950, 192995
2	70-ton gondola cars (GB)	29625, 29626
1	100-ton gondola car (GB)	27686
1	100-ton gondola car (GBS)	27978
1	70-ton bulkhead flat car (FMS)	990405
9	100-ton covered hopper cars (LO)	204314, 204315, 204316, 204317, 204318, 205273, 205279, 250526, 250527

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton box cars (LC)	94014, 94017, 94018, 94019
9	70-ton box cars (XF)	112687, 112688, 112697, 112701, 112705 112706, 112707, 112711, 112714
19	70-ton box cars (XL)	112574, 112575, 112578, 112579, 112580, 112581, 112589, 112590, 112591, 112604, 112607, 112610, 112612, 112616, 112618, 112732, 400701, 450100, 450101
19	70-ton box cars (XM)	112585, 112664, 112666, 112667, 112669, 112672, 112676, 112677, 112678, 112680, 112682, 112683, 112684, 112685, 112729, 112735, 112738, 112739, 112744
3	100-ton box cars (XL)	114086, 470508, 470512
4	100-ton box cars (XP)	114081, 114082, 114084, 114088
33	80-ton open top hopper cars (HT)	189442, 189444, 189445, 189447, 510000, 510001, 510002, 510004, 510006, 510007, 510009, 510011, 510012, 510013, 510014, 510015, 510016, 510017, 510018, 510019, 510023, 510024, 510026, 510029, 510030, 510031, 510034, 510035, 510036, 510037, 510042, 510043, 510044
24	100-ton open top hopper cars (HT)	192123, 192127, 192133, 192137, 192148, 192150, 192152, 192155, 192157, 192158, 192161, 192164, 192166, 192167, 192168, 192169, 192170, 192174, 192175, 192182, 192897, 192902, 192903, 192977
46	70-ton gondola cars (GB)	27455, 29206, 29622, 29623, 29624, 29627, 29628, 29629, 29630, 29631, 29632, 29633, 29635, 29636, 29637, 29639, 29640, 29643, 29644, 29645, 29646, 29647, 29649, 29650, 29651, 29653, 29655, 29656, 29658, 29660, 29661, 29662, 29663, 29664, 29665, 29667, 29668, 29669, 29670, 29671, 29673, 29676, 29678, 29679, 29681, 29682
11	100-ton gondola cars (GB)	27674, 27676, 27677, 27678, 27679, 27680, 27681, 27682, 27683, 27684, 27685

1	70-ton bulkhead flat car (FMS)	990615
23	100-ton covered hopper cars (LO)	201683, 201685, 201688, 201689, 201692, 205251, 205255, 205260, 205263, 205264, 205265, 205268, 205269, 205270, 205275, 205277, 205278, 205281, 205289, 205292, 205293, 205295, 250524
4	70-ton pulpwood cars (LP)	20023, 20024, 20026, 20285

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
5	70-ton box cars (LC)	94015, 94016, 94020, 94021, 94022
31	70-ton box cars (XF)	112686, 112689, 112690, 112691, 112692, 112693, 112694, 112695, 112696 112698, 112699, 112700, 112702, 112703, 112704, 112708, 112709, 112710, 112712, 112713, 112715, 112716, 112717, 112718, 112719, 112720, 112721, 112722, 112723, 112724, 112727
13	70-ton box cars (XL)	112586, 112588, 112592, 112593, 112600, 112601, 112602, 112608, 112611, 112613, 400700, 450102, 450103
15	70-ton box cars (XM)	112583, 112673, 112730, 112736, 112737, 112740, 112741, 112742, 112743, 112745, 453300, 453302, 453303, 453304, 453306
1	70-ton box car (XP)	112725
12	100-ton box cars (XL)	114087, 470500, 470501, 470502, 470503, 470504, 470505, 470506, 470507, 470509, 470510, 470511
1	100-ton box car (XP)	114089
6	80-ton open top hopper cars (HT)	189446, 510022, 510025, 510027, 510028, 510040
20	100-ton open top hopper cars (HT)	192171, 192172, 192173, 192176, 192177, 192178, 192179, 192180, 192181, 192183, 192878, 192887, 192949, 192951, 192952, 192956, 192969, 192972, 192990, 192998
2	70-ton gondola cars (GB)	29652, 29659
1	70-ton gondola car (LG)	29654
1	100-ton gondola car (GB)	27675
1	100-ton bulkhead flat car (FB)	990320
8	100-ton covered hopper cars (LO)	205280, 205282, 205283, 205284, 205285, 205286, 205287, 205294
3	70-ton pulpwood cars (LP)	20022, 20025, 20102

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
14	70-ton box cars (XL)	111984, 111985, 111986, 112576, 112577, 112599, 112606, 112609, 112614, 112615, 112617, 112731, 112733, 112734
7	70-ton box cars (XM)	112582, 112665, 112668, 112670, 112671, 112675, 112681
90	100-ton open top hopper cars (HT)	192131, 192146, 192159, 192160, 192162, 192163, 192165, 192812, 192813, 192818, 192830, 192833, 192835, 192836, 192844, 192847, 192848, 192858, 192859, 192867, 192875, 192884, 192886, 192890, 192891, 192892, 192893, 192894, 192895, 192896, 192899, 192907, 192912, 192913, 192915, 192917, 192919, 192920, 192921, 192922, 192923, 192924, 192926, 192927, 192930, 192931, 192932, 192934, 192939, 192947, 192948, 192953, 192954, 192955, 192957, 192959, 192960, 192961, 192962, 192963, 192964, 192965, 192966, 192967, 192968, 192970, 192971, 192973, 192974, 192975, 192976, 192978, 192979, 192980, 192981, 192982, 192983, 192984, 192985, 192986, 192987, 192988, 192989, 192991, 192992, 192993, 192994, 192996, 192997, 192999
15	70-ton gondola cars (GB)	27456, 29207, 29208, 29634, 29638, 29641, 29642, 29648, 29657, 29666, 29672, 29674, 29675, 29677, 29680

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton bulkhead flat cars (FMS)	990406, 990612, 990613, 990614
10	100-ton covered hopper cars (LO)	201686, 201693, 201695, 205266, 205267, 205288, 205290, 205291, 250525, 250528
6	100-ton covered gondola cars (GBSR)	26387, 26388, 26389, 26400, 26401, 26402

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
8	80-ton open top hopper cars (HT)	189441, 189443, 510003, 510005, 510008, 510010, 510020, 510021,
97	100-ton open top hopper cars (HT)	192124, 192125, 192126, 192128, 192129, 192130, 192132, 192134, 192135, 192136, 192138, 192139, 192140, 192141, 192142, 192143, 192144, 192145, 192147, 192149, 192151, 192153, 192154, 192156, 192184, 192810, 192811, 192814, 192815, 192816, 192819, 192820, 192822, 192824, 192825, 192826, 192827, 192828, 192829, 192831, 192832, 192834, 192837, 192839, 192840, 192841, 192842, 192843, 192845, 192846, 192849, 192850, 192851, 192852, 192853, 192854, 192855, 192857, 192860, 192861, 192862, 192863, 192864, 192865, 192866, 192868, 192869, 192872, 192873, 192874, 192876, 192877, 192879, 192881, 192882, 192883, 192888, 192889, 192900, 192901, 192904, 192905, 192906, 192909, 192911, 192914, 192916, 192918, 192925, 192928, 192929, 192933, 192935, 192936, 192937, 192938, 192958
20	100-ton covered hopper cars (LO)	201682, 201684, 201687, 201690, 201691, 201694, 205250, 205252, 205253, 205254, 205256, 205257, 205258, 205259, 205261, 205262, 205271, 205272, 205274, 205276

AMENDMENT AGREEMENT dated as of April 15, 1982, among LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a Kentucky corporation (the "Lessee" or the "Seller"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") CARGILL EQUIPMENT LEASING CORPORATION, a Delaware corporation (the "Vendee") and L&N INVESTMENT CORPORATION, a Delaware corporation (the "Builder").

WHEREAS the Agent, the Builder and the Vendee have entered into a Reconstruction and Conditional Sale Agreement dated as of January 1, 1981 (the "RCSA");

WHEREAS the Agent and the Vendee have entered into a Transfer Agreement dated as of January 1, 1981 (the "Transfer Agreement");

WHEREAS the Lessee and the Vendee have entered into a Lease of Railroad Equipment dated as of January 1, 1981 (the "Lease");

WHEREAS the Vendee and the Seller have entered into a Hulk Purchase Agreement dated as of January 1, 1981 (the "Hulk Purchase Agreement");

WHEREAS the RCSA, the Transfer Agreement, the Lease and the Hulk Purchase Agreement are collectively called the "Documents";

WHEREAS the Documents were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on February 27, 1981, at 2:05 p.m., recordation number 12967;

WHEREAS the parties hereto now desire to amend the Documents so as to reflect the railroad equipment delivered, accepted and settled for under this transaction;

NOW, THEREFORE, the parties hereto agree as follows:

1. Schedule A (Specifications of the Equipment) to the RCSA is hereby deleted and Exhibit 1 hereto is hereby substituted therefor.

2. Annex I to the Transfer Agreement is hereby deleted and Exhibit 2 hereto is hereby substituted therefor.

3. Schedule A to the Lease is hereby deleted and

Exhibit 3 hereto is hereby substituted therefor.

4. Exhibit A to the Hulk Purchase Agreement is hereby deleted and Exhibit 4 hereto is hereby substituted therefor.

5. The Documents are each hereby amended so that any reference to any Document contained in any Document is hereby deemed to refer to such Document as amended hereby.

6. The terms of this Amendment Agreement and all rights and obligations of the parties hereto hereunder shall be governed by and construed in accordance with the laws of the State of Kentucky; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

7. Except as amended hereby, the Documents shall remain unaltered and in full force and effect.

8. The Lessee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission in accordance with the provisions of Section 14 of the Lease.

9. This Amendment Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties so long as each party shall deliver a counterpart signed by it to Messrs. Cravath, Swaine & Moore, special counsel for the Agent.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed by duly authorized officers or other persons, as of the date first above written.

LOUISVILLE AND NASHVILLE RAILROAD
COMPANY,

by

[Corporate Seal]

Attest:

Assistant Secretary

MERCANTILE SAFE-DEPOSIT AND TRUST
COMPANY, as Agent,

by

Assistant Vice President

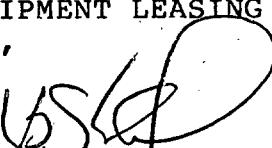
[Seal]

Attest:

Corporate Trust Officer

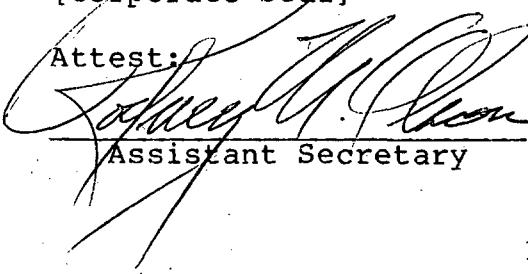
CARGILL EQUIPMENT LEASING
CORPORATION,

by


Vice President

[Corporate Seal]

Attest:


John M. Leon

Assistant Secretary

L&N INVESTMENT CORPORATION,

by

[Corporate Seal]

Attest:

STATE OF FLORIDA,)) ss.:
COUNTY OF DUVAL,)

On this day of April 1982, before me personally appeared , to me personally known, who being by me duly sworn, says that he is of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission Expires

STATE OF MARYLAND,)) ss.:
COUNTY OF BALTIMORE,)

On this day of April 1982, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE SAFE-DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

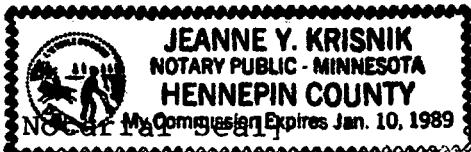
[Notarial Seal]

Notary Public

My Commission Expires

STATE OF MINNESOTA,)) ss.:
COUNTY OF HENNEPIN,)

On this 20th day of April 1982, before me personally appeared Lee B Skold, to me personally known, who, being by me duly sworn, says that he is Vice President of CARGILL EQUIPMENT LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Jeanne Y. Krisnik
Notary Public

My Commission Expires 1-10-89

STATE OF FLORIDA,)) ss.:
COUNTY OF DUVAL ,)

On this day of April 1982, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is of L&N INVESTMENT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

Notary Public

My Commission Expires

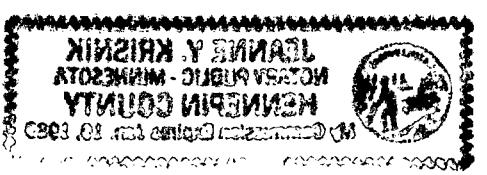


EXHIBIT 1

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Schedule A—Specifications of the Equipment

<u>AAR</u>	<u>Quant- ity</u>	<u>Mechanical Designation</u>	<u>Old L&N Road Numbers</u>	<u>New L&N Road Numbers (Inclusive)</u>	<u>Specification and Place of Delivery**</u>	<u>Hulk Purchase Price Per Unit</u>	<u>Estimated Base Reconstruction Cost Per Unit</u>	<u>Estimated Purchase Price Per Unit</u>
						<u>Total</u>	<u>Total</u>	<u>Total</u>
10	LC	70-Ton Box Cars	SEE NOTE 1	SEE NOTE 2	L&N 81-8 See Page R-52	\$4,500	\$ 45,000	\$20,259
							\$ 202,590	\$24,759
42	XF	70-Ton Box Cars			L&N 81-8 See Page R-52	4,500	189,000	20,259
							850,878	24,759
54	XL	70-Ton Box Cars			L&N 81-8 See Page R-52	4,500	243,000	20,259
							1,093,986	24,759
								1,336,986
								R-52
46	XW	70-Ton Box Cars			L&N 81-8 See Page R-52	4,500	207,000	20,259
							931,914	24,759
								1,138,914

** Place of Delivery: Louisville, Kentucky.

AAR Quan- tity	Mechanical Designation	Descrip- tion	Old L&N Road Numbers	New L&N Road Numbers	Specification and Place of Delivery**	Hulk Purchase Price Per Unit	Estimated Base Reconstruction Cost Per Unit	Estimated Purchase Price Per Unit
			(Inclusive)	(Inclusive)		Total	Total	Total
3	XP	70-Ton Box Cars	SEE NOTE 1	SEE NOTE 2	L&N 81-8 See Page R-52	\$4,500 \$ 13,500	\$20,259 \$ 60,777	\$24,759 \$ 74,277
16	XL	100-Ton Box Cars			L&N 81-8 See Page R-52	4,500 72,000	20,259 324,144	24,759 396,144
7	XP	100-Ton Box Cars			L&N 81-8 See Page R-52	4,500 31,500	20,259 141,813	24,759 173,313
52	HT	80-Ton Open-Top Hoppers			L&N 81-9 See Page R-57	4,500 234,000	15,033 781,716	19,533 1,015,716
9252	HT	100-Ton Open-Top Hoppers			L&N 81-9 See Page R-57	4,500 1,134,000	15,033 3,788,316	19,533 4,922,316
65	GB	70-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500 292,500	16,013 1,040,845	20,513 1,333,345
1	LG	70-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500 4,500	16,013 16,013	20,513 20,513
13	GB	100-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500 58,500	16,013 208,169	20,513 266,669
1	GES	100-Ton Gondola Cars			L&N 81-6 See Page R-45	4,500 4,500	16,013 16,013	20,513 20,513

AAR	Mechanical Quantities	Description	Bearing Road Numbers
10	LC	70-Ton	Box Cars SEE NOTE 1
42	XF	70-Ton	Box Cars
54	XL	70-Ton	Box Cars
46	XM	70-Ton	Box Cars
3	XP	70-Ton	Box Cars
16	XL	100-Ton	Box Cars
7	XP	100-Ton	Box Cars

ANNEX I

TRANSFER AGREEMENT

EXHIBIT 2

Quantity Designation Mechanical ARR	Bearing Road Numbers	Description	Mechanical ARR	Quantity Designation Mechanical ARR
52	HT	80-Ton Open-Top Hoppers	HT	80-Ton Open-Top Hoppers
252	HT	100-Ton Open-Top Hoppers	HT	100-Ton Open-Top Hoppers
65	GB	70-Ton Gondola Cars	LG	70-Ton Gondola Cars
13	GB	100-Ton Gondola Cars	GBS	100-Ton Gondola Cars
1	GBS	70-Ton Gondola Cars	FMS	70-Ton Bulkyhead Flat Cars
6	FMS	100-Ton Bulkyhead Flat Cars	FB	100-Ton Bulkyhead Flat Cars
1	FB	100-Ton Bulkyhead Flat Cars	LO	100-Ton Covered Hoppers
70	LO	100-Ton Covered Hoppers		

SEE NOTE 1

TA-7

7	LP	Cars	Pulwrod	70-ton	Cars	Cars	7
6	GBSR	Cars	Condola	Covered	SEE NOTE 1	Cars	Cars
9	AR	Description	100-ton	Cars	Cars	Cars	Cars
10	MECHANICAL	Quantity	Designation	Bearing Road Numbers	Cars	Cars	Cars

EXHIBIT 3

Lease of Railroad Equipment

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>Builder's Specification Number</u>
10	LC	70-Ton Box Cars	SEE NOTE 2	L&N 81-8
42	XF	70-Ton Box Cars		L&N 81-8
54	XL	70-Ton Box Cars		L&N 81-8
46	XM	70-Ton Box Cars		L&N 81-8
3	XP	70-Ton Box Cars		L&N 81-8
16	XL	100-Ton Box Cars		L&N 81-8
7	XP	100-Ton Box Cars		L&N 81-8
52	HT	80-Ton Open-Top Hoppers		L&N 81-9
252	HT	100-Ton Open-Top Hoppers		L&N 81-9

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers (Inclusive)</u>	<u>Builder's Specification Number</u>
65	GB	70-Ton Gondola Cars	SEE NOTE 2	L&N 81-6
1	LG	70-Ton Gondola Car		L&N 81-6
13	GB	100-Ton Gondola Cars		L&N 81-6
1	GBS	100-Ton Gondola Car		L&N 81-6
6	FMS	70-Ton Bulkhead Flat Cars		L&N 81-3
1	FB	100-Ton Bulkhead Flat Car		L&N 81-3
70	LO	100-Ton Covered Hoppers		L&N 81-7
6	GBSR	100-Ton Covered Gondola Cars		L&N 81-4
7	LP	70-Ton Pulpwood Cars		L&N 81-5

EXHIBIT 4

HULK PURCHASE AGREEMENT

EXHIBIT A

Quantity	AAR Mechanical Designation	Description	Bearing Road Numbers	Hulk Purchase Price	
				Unit	Total
10	LC	70-Ton Box Cars	SEE NOTE 1	\$4,500	\$ 45,000
42	XF	70-Ton Box Cars		4,500	189,000
54	XL	70-Ton Box Cars		4,500	243,000
46	XM	70-Ton Box Cars		4,500	207,000
3	XP	70-Ton Box Cars		4,500	13,500
16	XL	100-Ton Box Cars		4,500	72,000
7	XP	100-Ton Box Cars		4,500	31,500

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing</u>	<u>Road Numbers</u>	<u>Hulk Purchase Price</u>	
			<u>Unit</u>	<u>Total</u>		
52	HT	80-Ton Open-Top Hoppers		SEE NOTE 1	\$ 4,500	\$ 234,000
252	HT	100-Ton Open-Top Hoppers			4,500	1,134,000
6	GB	70-Ton Gondola Cars			4,500	292,500
1	LG	70-Ton Gondola Car			4,500	4,500
13	GB	100-Ton Gondola Cars			4,500	58,500
1	GBS	100-Ton Gondola Car			4,500	4,500
6	FMS	70-Ton Bulkhead Flat Cars			4,500	27,000
1	FB	100-Ton Bulkhead Flat Car			4,500	4,500
70	LO	100-Ton Covered Hoppers			4,500	315,000

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Bearing Road Numbers</u>	<u>Hulk Purchase Price Unit</u>	<u>Total</u>
6	GBSR	100-Ton Covered Gondola Cars	SEE NOTE 1	\$ 4,500	\$ 27,000
7	LP	70-Ton Pulpwood Cars		4,500	31,500
<u>652</u>					<u>\$2,934,000</u>

NOTE 1

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
18	70-ton box cars	MON 15035 L&N 100428, 100714, 100715, 101107, 101291, 102908, 102909, 102916, 102985, 103821, 103853, 103869, 103928, 104020, 104071, 453043, 453245
3	100-ton box cars	L&N 104633, 104766, 104913
5	80-ton open top hopper cars	L&N 186202, 186610, 188895, 189007, 189016
21	100-ton open top hopper cars	L&N 190238, 190239, 190242, 190244, 190246, 190247, 190248, 190249, 190253, 190254, 190348, 190366, 190552, 190553, 190554, 190555, 190557, 190558, 190559, 190567, 190646
2	70-ton gondola cars	L&N 170000, 170070
2	100-ton gondola cars	L&N 176444, 176564
1	70-ton bulkhead flat car	L&N 22722
9	100-ton covered hopper cars	L&N 201172, 201213, 201348, 204080, 204124, 204133, 204139, 204145, 250011

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
51	70-ton box cars	MON 15004, 15026, 15034, 15065 L&N 100039, 100056, 100209, 100227, 100246, 100296, 100402, 100444, 100478, 100486, 100487, 100531, 100537, 100561, 100576, 100751, 100753, 100763, 100798, 101123, 101141, 101150, 101173, 101233, 101238, 101357, 101365, 101391, 102151, 102228, 102454, 102458, 102596, 103424, 103780, 103795, 103803, 103851, 103903, 103966, 114451, 400638, 450067, 450078, 480278, 480291, 480336
7	100-ton box cars	L&N 104721, 104793, 104800, 104939, 105525, 470014, 470111
33	80-ton open top hopper cars	L&N 180111, 180332, 180470, 180538, 180664, 180995, 181010, 182252, 182366, 182450, 182755, 183147, 183153, 183171, 183177, 183218, 183274, 183321, 183328, 183357, 183956, 183994, 184663, 185279, 185878, 186190, 187128, 187135, 187210, 187285, 189098, 189241, 189354
24	100-ton open top hopper cars	L&N 190228, 190252, 190279, 190528, 191185, 191262, 191308, 191437, 193098, 193105, 193124, 193128, 193150, 193244, 193305, 193332, 193654, 193664, 193758, 193793, 193799, 193908, 193918, 193989
46	70-ton gondola cars	L&N 25901, 170021, 170036, 170104, 170142, 170210, 170230, 170259, 170274, 170365, 170392, 170419, 170423, 170431, 170496, 170554, 170628, 170706, 170708, 170717, 170722, 170728, 170773, 170812, 170863, 170879, 170880, 170975, 171034, 171188, 171215, 171225, 171239, 171247, 171281, 171301, 171456, 171694, 171728, 171764, 171775, 171777, 171831, 171953, 172040, 174012
11	100-ton gondola cars	L&N 176114, 176374, 176459, 176509, 176559, 176578, 176615, 176699, 176725, 176734, 176753

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|----|--------------------------------|---|
| 1 | 70-ton bulkhead
flat car | L&N 22765 |
| 23 | 100-ton covered
hopper cars | L&N 200024, 200137, 200155, 200186,
201038, 201156, 201260, 201345,
240204, 240294, 240314, 240589,
240648, 240685, 240741, 240884,
240913, 241197, 241479, 241488,
241604, 241658, 250072 |
| 4 | 70-ton pulpwood cars | L&N 23080, 23101, 23660, 23861 |

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
65	70-ton box cars	MON 15003, 15010, 15055, 15068, 15072 L&N 100690, 101102, 101126, 101131, 101156, 101169, 101172, 101174, 101177, 101228, 101249, 101251, 101253, 101264, 101271, 101272, 101285, 101289, 101290, 101316, 101323, 101336, 101337, 101338, 101347, 101351, 101352, 101355, 101360, 101368, 101418, 101554, 101764, 102075, 102281, 102459, 102475, 102680, 102752, 103046, 103049, 103775, 103836, 103864, 103899, 114536, 114610, 400517, 450087, 450096, 453021, 453074, 453224, 453248, 453298, 480164, 480214, 480229, 480247, 480350
13	100-ton box cars	L&N 104992, 105532, 470001, 470005, 470011, 470026, 470029, 470031, 470032, 470034, 470040, 470049, 470080
6	80-ton open top hopper cars	L&N 182799, 183829, 184495, 184701, 185050, 186864
20	100-ton open top hopper cars	L&N 190306, 190326, 190342, 190350, 190502, 190503, 190509, 190512, 190565, 190572, 193595, 193596, 193612, 193699, 193743, 193747, 193840, 193841, 193849, 193896
3	70-ton gondola cars	L&N 170814, 170891, 173019
1	100-ton gondola car	L&N 176104
1	100-ton bulkhead flat car	L&N 22309
8	100-ton covered hopper cars	L&N 241172, 241287, 241288, 241307, 241326, 241327, 241407, 241681
3	70-ton pulpwood cars	L&N 20404, 23074, 23314

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
21	70-ton box cars	100052, 100054, 100434, 100560, 100670, 100674, 100712, 100754, 101056, 101059, 101077, 102055, 103004, 103144, 103545, 103583, 103816, 103840, 103912, 103918, 103933
90	100-ton open top hopper cars	190202, 190207, 190221, 190226, 190268, 190272, 190275, 190277, 190286, 190289, 190290, 190308, 190320, 190333, 190347, 190349, 190354, 190355, 190356, 190357, 190359, 190360, 190361, 190369, 190508, 190514, 190515, 190517, 190521, 190525, 190526, 190527, 190529, 190530, 190531, 190533, 190534, 190537, 190538, 190539, 190542, 190548, 190560, 190562, 190574, 190576, 190577, 190579, 190581, 190583, 190584, 190589, 190590, 190593, 190594, 190595, 190596, 190597, 190601, 190604, 190608, 190611, 190612, 190613, 190617, 190618, 190622, 190623, 190624, 190625, 190628, 190629, 190630, 190631, 190633, 190637, 190640, 190641, 190642, 190643, 190647, 190648, 190650, 191255, 191822, 193253, 193272, 193328, 193345, 193392
15	70-ton gondola cars	25954, 25989, 170279, 170324, 170348, 170470, 170579, 170806, 171162, 171295, 171339, 171417, 171434, 171749, 174106

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton bulkhead flat cars	22720, 22728, 22766, 22971
10	100-ton covered hopper cars	201108, 201453, 201486, 240322, 240342, 241450, 241535, 241627, 250006, 250062
6	100-ton covered gondola cars	56850, 56855, 56863, 56895, 56896, 56898

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
8	80-ton open top hopper cars	180061, 180459, 180659, 182166, 182188, 183071, 183479, 183809
97	100-ton open top hopper cars	190200, 190201, 190209, 190210, 190213, 190220, 190224, 190225, 190232, 190257, 190259, 190260, 190261, 190262, 190263, 190269, 190270, 190273, 190278, 190280, 190281, 190282, 190284, 190285, 190288, 190291, 190292, 190293, 190294, 190296, 190297, 190301, 190305, 190309, 190310, 190311, 190313, 190316, 190318, 190319, 190321, 190325, 190329, 190330, 190331, 190334, 190335, 190337, 190343, 190344, 190346, 190351, 190352, 190500, 190501, 190504, 190506, 190507, 190510, 190513, 190516, 190519, 190524, 190532, 190535, 190536, 190541, 190543, 190545, 190546, 190547, 190580, 191016, 191024, 191036, 191142, 191167, 191222, 191258, 191376, 191380, 191388, 191439, 191464, 191469, 191471, 191502, 191519, 191530, 191798, 193020, 193039, 193066, 193099, 193130, 193169, 193999
20	100-ton covered hopper cars	200011, 200083, 200103, 200113, 200208, 200228, 200256, 200284, 200480, 200609, 201062, 201079, 201170, 201267, 201338, 201455, 240645, 240660, 240783, 240880

NOTE 2

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
1	70-ton box car (LC)	94023
2	70-ton box cars (XF)	112726, 112728
8	70-ton box cars (XL)	112587, 112594, 112595, 112596, 112597, 112598, 112603, 112605
5	70-ton box cars (XM)	112584, 112674, 112679, 453301, 453305
2	70-ton box cars (XP)	104455, 104456
1	100-ton box car (XL)	114085
2	100-ton box cars (XP)	104457, 114083
5	80-ton open top hopper cars (HT)	510032, 510033, 510038, 510039, 510041
21	100-ton open top hopper cars (HT)	192817, 192821, 192823, 192838, 192856, 192870, 192871, 192880, 192885, 192898, 192908, 192910, 192940, 192941, 192942, 192943, 192944, 192945, 192946, 192950, 192995
2	70-ton gondola cars (GB)	29625, 29626
1	100-ton gondola car (GB)	27686
1	100-ton gondola car (GBS)	27978
1	70-ton bulkhead flat car (FMS)	990405
9	100-ton covered hopper cars (LO)	204314, 204315, 204316, 204317, 204318, 205273, 205279, 250526, 250527

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton box cars (LC)	94014, 94017, 94018, 94019
9	70-ton box cars (XF)	112687, 112688, 112697, 112701, 112705 112706, 112707, 112711, 112714
19	70-ton box cars (XL)	112574, 112575, 112578, 112579, 112580, 112581, 112589, 112590, 112591, 112604, 112607, 112610, 112612, 112616, 112618, 112732, 400701, 450100, 450101
19	70-ton box cars (XM)	112585, 112664, 112666, 112667, 112669, 112672, 112676, 112677, 112678, 112680, 112682, 112683, 112684, 112685, 112729, 112735, 112738, 112739, 112744
3	100-ton box cars (XL)	114086, 470508, 470512
4	100-ton box cars (XP)	114081, 114082, 114084, 114088
33	80-ton open top hopper cars (HT)	189442, 189444, 189445, 189447, 510000, 510001, 510002, 510004, 510006, 510007, 510009, 510011, 510012, 510013, 510014, 510015, 510016, 510017, 510018, 510019, 510023, 510024, 510026, 510029, 510030, 510031, 510034, 510035, 510036, 510037, 510042, 510043, 510044
24	100-ton open top hopper cars (HT)	192123, 192127, 192133, 192137, 192148, 192150, 192152, 192155, 192157, 192158, 192161, 192164, 192166, 192167, 192168, 192169, 192170, 192174, 192175, 192182, 192897, 192902, 192903, 192977
46	70-ton gondola cars (GB)	27455, 29206, 29622, 29623, 29624, 29627, 29628, 29629, 29630, 29631, 29632, 29633, 29635, 29636, 29637, 29639, 29640, 29643, 29644, 29645, 29646, 29647, 29649, 29650, 29651, 29653, 29655, 29656, 29658, 29660, 29661, 29662, 29663, 29664, 29665, 29667, 29668, 29669, 29670, 29671, 29673, 29676, 29678, 29679, 29681, 29682
11	100-ton gondola cars (GB)	27674, 27676, 27677, 27678, 27679, 27680, 27681, 27682, 27683, 27684, 27685

1	70-ton bulkhead flat car (FMS)	990615
23	100-ton covered hopper cars (LO)	201683, 201685, 201688, 201689, 201692, 205251, 205255, 205260, 205263, 205264, 205265, 205268, 205269, 205270, 205275, 205277, 205278, 205281, 205289, 205292, 205293, 205295, 250524
4	70-ton pulpwood cars (LP)	20023, 20024, 20026, 20285

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
5	70-ton box cars (LC)	94015, 94016, 94020, 94021, 94022
31	70-ton box cars (XF)	112686, 112689, 112690, 112691, 112692, 112693, 112694, 112695, 112696 112698, 112699, 112700, 112702, 112703, 112704, 112708, 112709, 112710, 112712, 112713, 112715, 112716, 112717, 112718, 112719, 112720, 112721, 112722, 112723, 112724, 112727
13	70-ton box cars (XL)	112586, 112588, 112592, 112593, 112600, 112601, 112602, 112608, 112611, 112613, 400700, 450102, 450103
15	70-ton box cars (XM)	112583, 112673, 112730, 112736, 112737, 112740, 112741, 112742, 112743, 112745, 453300, 453302, 453303, 453304, 453306
1	70-ton box car (XP)	112725
12	100-ton box cars (XL)	114087, 470500, 470501, 470502, 470503, 470504, 470505, 470506, 470507, 470509, 470510, 470511
1	100-ton box car (XP)	114089
6	80-ton open top hopper cars (HT)	189446, 510022, 510025, 510027, 510028, 510040
20	100-ton open top hopper cars (HT)	192171, 192172, 192173, 192176, 192177, 192178, 192179, 192180, 192181, 192183, 192878, 192887, 192949, 192951, 192952, 192956, 192969, 192972, 192990, 192998
2	70-ton gondola cars (GB)	29652, 29659
1	70-ton gondola car (LG)	29654
1	100-ton gondola car (GB)	27675
1	100-ton bulkhead flat car (FB)	990320
8	100-ton covered hopper cars (LO)	205280, 205282, 205283, 205284, 205285, 205286, 205287, 205294
3	70-ton pulpwood cars (LP)	20022, 20025, 20102

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
14	70-ton box cars (XL)	111984, 111985, 111986, 112576, 112577, 112599, 112606, 112609, 112614, 112615, 112617, 112731, 112733, 112734
7	70-ton box cars (XM)	112582, 112665, 112668, 112670, 112671, 112675, 112681
90	100-ton open top hopper cars (HT)	192131, 192146, 192159, 192160, 192162, 192163, 192165, 192812, 192813, 192818, 192830, 192833, 192835, 192836, 192844, 192847, 192848, 192858, 192859, 192867, 192875, 192884, 192886, 192890, 192891, 192892, 192893, 192894, 192895, 192896, 192899, 192907, 192912, 192913, 192915, 192917, 192919, 192920, 192921, 192922, 192923, 192924, 192926, 192927, 192930, 192931, 192932, 192934, 192939, 192947, 192948, 192953, 192954, 192955, 192957, 192959, 192960, 192961, 192962, 192963, 192964, 192965, 192966, 192967, 192968, 192970, 192971, 192973, 192974, 192975, 192976, 192978, 192979, 192980, 192981, 192982, 192983, 192984, 192985, 192986, 192987, 192988, 192989, 192991, 192992, 192993, 192994, 192996, 192997, 192999
15	70-ton gondola cars (GB)	27456, 29207, 29208, 29634, 29638, 29641, 29642, 29648, 29657, 29666, 29672, 29674, 29675, 29677, 29680

<u>Quantity</u>	<u>Description</u>	<u>L&N Railroad Road Numbers</u>
4	70-ton bulkhead flat cars (FMS)	990406, 990612, 990613, 990614
10	100-ton covered hopper cars (LO)	201686, 201693, 201695, 205266, 205267, 205288, 205290, 205291, 250525, 250528
6	100-ton covered gondola cars (GBSR)	26387, 26388, 26389, 26400, 26401, 26402

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>
8	80-ton open top hopper cars (HT)	189441, 189443, 510003, 510005, 510008, 510010, 510020, 510021,
97	100-ton open top hopper cars (HT)	192124, 192125, 192126, 192128, 192129, 192130, 192132, 192134, 192135, 192136, 192138, 192139, 192140, 192141, 192142, 192143, 192144, 192145, 192147, 192149, 192151, 192153, 192154, 192156, 192184, 192810, 192811, 192814, 192815, 192816, 192819, 192820, 192822, 192824, 192825, 192826, 192827, 192828, 192829, 192831, 192832, 192834, 192837, 192839, 192840, 192841, 192842, 192843, 192845, 192846, 192849, 192850, 192851, 192852, 192853, 192854, 192855, 192857, 192860, 192861, 192862, 192863, 192864, 192865, 192866, 192868, 192869, 192872, 192873, 192874, 192876, 192877, 192879, 192881, 192882, 192883, 192888, 192889, 192900, 192901, 192904, 192905, 192906, 192909, 192911, 192914, 192916, 192918, 192925, 192928, 192929, 192933, 192935, 192936, 192937, 192938, 192958
20	100-ton covered hopper cars (LO)	201682, 201684, 201687, 201690, 201691, 201694, 205250, 205252, 205253, 205254, 205256, 205257, 205258, 205259, 205261, 205262, 205271, 205272, 205274, 205276